

B210
(12/04)

UNITED STATES BANKRUPTCY COURT
Southern District of New York

In re: **Delphi Corp.**

Case No. **05-44481**
(Jointly Administered)
Court ID (Court use only) _____

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives notice pursuant to Rule 3001(e)(2), Fed.R.Bankr.P., of the transfer, other than for security, of the claim referenced in this notice.

SPCP GROUP, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, LTD Name of Transferee	The Timken Company and Timken U.S. Co. / Name of Transferor
Name and Address where notices to transferee should be sent SPCP GROUP, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, LTD Two Greenwich Plaza, 1st Floor Greenwich, CT 06830 Attn: Brian A. Jarman	Court Record Address of the transferor (Court Use Only)
Last Four Digits of Acct. #: _____	Last Four Digits of Acct. #: _____
Transfer Amount: \$ 5,239,434.98	
Name and Address where transferee payments should be sent (if different from above) SPCP GROUP, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, LTD Two Greenwich Plaza, 1st Floor Greenwich, CT 06830 Attn: Irene Wu	Name and Current Address of transferor The Timken Company and Timken U.S. Co. 1835 Dueber Ave., SW, BIC-08 Canton, OH 44706-0927 Attn: Robert Morris /
Phone: 203-542-4061 203-542-4161	Phone: 330-471-4589 /
Last Four Digits of Acct #: _____	Last Four Digits of Acct #: _____
Proof of Claim #16499 Date Claim Filed: 1/23/2007	

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By:  *Irene Wu*

Date: **August 3, 2007**

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both 18 U.S.C. §§ 152 & 3571.

~DEADLINE TO OBJECT TO TRANSFER~

The transferor of claim named above is advised that this Notice of transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court

Date: _____

CLERK OF THE COURT

**EXHIBIT A TO
FIRST AMENDMENT TO ASSIGNMENT OF CLAIM**

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **THE TIMKEN COMPANY and TIMKEN U.S. CO.** (collectively, "Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **SPCP GROUP, L.L.C.**, as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd., ("Assignee") all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, Claim Nos. 11706, 14319 and 16499 (collectively, the "Assigned Claim"), against Delphi Automotive Systems, LLC and/or Delphi Corporation ("Debtor"), the debtor-in-possession in jointly administered Case No. 05-44481 (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 et. seq.) (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on July 31, 2007.

THE TIMKEN COMPANY

By : Robert E. Morris
Name: ROBERT E. MORRIS
Title: MANAGER, GENERAL CREDIT

TIMKEN U.S. CO.

By : Robert E. Morris
Name: ROBERT E. MORRIS
Title: MANAGER, GENERAL CREDIT

FORM B10 (Official Form 10) (4/04)

United States Bankruptcy Court Southern District of New York		PROOF OF CLAIM
In re (Name of Debtor): Delphi Corporation, et al.		Case Number: 05-44481
Name of Debtor Against Which Claim is Held: See attached.		Case No. of Debtor: See attached.
Note: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" of payment of an administrative expense may be filed pursuant to 11 U.S.C. §503.		
Name of Creditor: U.S. Timken Co.		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
Name and Addresses Where Notices Should be Sent: U.S. Timken Co. Attn: Robert Morris 1835 Dueber Avenue S.W. P.O. Box 6927 Canton, OH 44706-0927 and McDermott Will & Emery LLP Attn: James M. Sullivan, Esq. 340 Madison Avenue New York, NY 10017 Telephone Number: 212-547-5400 Facsimile Number: 212-547-5444		<input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Account or other number by which creditor identifies debtor:		Check here if this claim: <input type="checkbox"/> replaces <input checked="" type="checkbox"/> amends claim no. 14319 dated July 31, 2006
1. BASIS FOR CLAIM: <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other: _____		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensations (Fill out below) Last Four Digits of your SS# _____ Unpaid compensations for services performed from _____ (date) to _____ (date)
2. TOTAL DEBT WAS INCURRED: See attached.		3. IF COURT JUDGMENT, DATE OBTAINED:
4. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED: \$ 2,702,790.97 (unsecured) \$ 732,657.37 (secured) \$ 1,803,986.64 (unsecured priority) \$5,239,434.98 plus interest & attorneys fees (Total)		
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below <input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principle amount of the claim. Attach itemized statement of all interest or additional charges.		
5. SECURED CLAIM <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other right of setoff Value of Collateral: \$732,657.37 Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____		7. UNSECURED PRIORITY CLAIM <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority: \$ 1,803,986.64 Specify the priority of the claim, <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,650), earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$2,100 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input checked="" type="checkbox"/> Other- Specify applicable paragraph of 11 U.S.C. §§ 507(a)(2)
6. UNSECURED NONPRIORITY CLAIM <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		
8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		
Date: December 15, 2006		Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any) McDermott Will & Emery LLP By: <i>[Signature]</i> James M. Sullivan, Esq. Attorneys for U.S. Timken Co.

THIS SPACE IS FOR COURT USE ONLY

FILED
U.S. BANKRUPTCY COURT
S.D.N.Y.
DEC 15 A 9:29

PENALTY FOR PRESENTING FRAUDULENT CLAIM: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

NYK 1071105-1.064980.0022